

J.W.

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8 Attorneys for Defendants Mousa Namvar,
9 Magdiel, LLC, DGADE of Delaware, LLC,
Namco 8, LLC, Bunherst, LLC and Wishlab
90, LLC

10 UNITED STATES DISTRICT COURT
11 CENTRAL DISTRICT OF CALIFORNIA – LOS ANGELES DIVISION

12 In re:

13 NAMCO CAPITAL GROUP, INC., a
California corporation,

14 Debtor.

15 _____
16 BRADLEY D. SHARP, solely in his
capacity as Chapter 11 Trustee of
NAMCO CAPITAL GROUP, INC.,

17 Plaintiff,

18 v.

19 MOUSA NAMVAR, et al.
Defendants.

20 Case No. 2:11-cv-05320-GAF

21 Assigned to Hon. Gary A. Feess

22 DECLARATION OF MOUSA NAMVAR
IN SUPPORT OF DEFENDANTS'
MOTION FOR SUMMARY
ADJUDICATION

23 Date: August 19, 2013

Time: 9:30 a.m.

Place: Courtroom 740

24 I, Mousa Namvar, declare as follows:

25 1. I am a resident of the County of Los Angeles, State of California
and over eighteen years of age. I make this declaration based on my personal
knowledge of the facts hereinafter set forth; and if called as a witness, I could
and would testify competently thereto under oath.

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- 1 1. I am a brother of Ezri Namvar ("Ezri"). I am also a brother of Tony
2 Namvar ("Tony").
- 3 2. Over 25 years ago Ezri formed Namco Capital Group, Inc.("NCG").
4 Ezri has always been the President and sole shareholder of NCG. NCG has
5 always been Ezri's business, and Ezri has always had total control of it.
- 6 3. I have never been an officer, director, manager, employee or
7 shareholder of NCG. I have never been in control of any part of NCG or any of
8 its decision making. NCG has always been strictly Ezri's business. I have had
9 my own business ventures that have occupied my time. Until March 2012, my
10 main business was Namco Insurance Services, Inc. Ezri has never been an
11 officer, director or owner of that business.
- 12 4. To the best of my recollection, I have never been a signatory on any
13 bank account of NCG. NCG always had its own bank accounts over which I
14 had no control. To the best of my knowledge and belief, NCG kept its own
15 records, and kept separate records and bank accounts for entities with which it
16 may have been associated.
- 17 5. I have never been aware of fiduciary duties owed by Ezri or Tony to
18 NCG's creditors. Neither Tony nor Ezri has ever discussed with me any
19 conduct that I thought would be improper, illegal or constitute a breach of
20 fiduciary duty to NCG's creditors.
- 21 6. Tony or Ezri made their decisions about NCG independently of me.
- 22 7. I am associated with the following business entities in the following
23 respects:
 - 24 a. I am the manager and member of Magdiel, LLC
 - 25 b. I am the manager of DGADE of Delaware, LLC
 - 26 c. Wishlab 90, LLC is the sole member of Namco 8, LLC
 - 27 d. DGADE of Delaware, LLC is a member of Bunhurst, LLC

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1 e.. . Magdiel, LLC is a member of Wishlab 90, LLC owning a 61%
2 interest in Wishlab 90.

3 8. I am knowledgeable regarding the financial affairs of the above
4 named LLCs (the “Mousa Parties”), which are also defendants in the above
5 captioned lawsuit. At no time did any of Mousa Parties directly or indirectly
6 own, control, or hold any shares or interests in NCG. Each of the Mousa
7 Parties kept their own books and records separate and apart from one another.

8 9. There were transfers and loans by and between me and the Mousa
9 Parties, on the one hand, and NCG and Ezri (and companies that he manage or
10 had an interest in), on the other hand (collectively the “Loans”). However as to
11 these Loans, to the best of my recollection, I have never personally, on behalf
12 of the Mousa Parties entered into an specific agreement, whether written or
13 verbal, with NCG or any of its employees or officers, as to how and when any
14 Loans would be repaid.

15 11. Further I have never received notice from NCG of any alleged
16 breach of repayment terms for these Loans.

17 12. Any Loans by NCG to me or any of the Mousa Parties were, to my
18 knowledge, recorded in the books of NCG as a receivable, and recorded in my
19 books, or the books of the Mousa Parties, as a payable. These book entries in
20 NCG’s books and in my books and the books of the Mousa Parties were the full
21 extent of the payment terms of the transactions at the time they were made.
22 There were however a limited number of transactions in which Ezri represented
23 to Mousa and the Mousa Parties that “NCG would protect me from the
24 downside.”

25 13. These book entries in NCG’s books and in my books and those of
26 the Mousa Parties, reflected that value was given to NCG for the Loans.

1 14. To the best of my knowledge and belief the value of NCG's assets at
2 fair valuation exceeded the amount of its debt at the time that any transfers of
3 cash or other property of NCG were made to me or the Mousa Parties.
4 Although I did not know the details of the operations of NCG, until I saw the
5 Trustee's First Report in the NCG bankruptcy case, I believed that NCG was
6 solvent at all times leading up to the bankruptcy case of NCG.

I declare under penalty of perjury of the laws of the United States of America that the foregoing is true and correct and that this declaration was executed at Los Angeles, California, on July 22, 2013. 

Mousa Namyan

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& MACHTINGER LLP**
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PROOF OF SERVICE

STATE OF CALIFORNIA, COUNTY OF LOS ANGELES

I am over the age of 18 and not a party to the within action; I am employed by GREENBERG GLUSKER FIELDS CLAMAN & MACHTINGER LLP in the County of Los Angeles at 1900 Avenue of the Stars, 21st Floor, Los Angeles, California 90067.

On July 22, 2013, I served the foregoing document(s) described as:

DECLARATION OF MOUSA NAMVAR IN SUPPORT OF DEFENDANTS' MOTION FOR SUMMARY ADJUDICATION

- By placing the true copies thereof enclosed in sealed envelopes addressed as stated below.
 - (BY MAIL)** I placed said envelope(s) for collection and mailing, following ordinary business practices, at the business offices of GREENBERG GLUSKER FIELDS CLAMAN & MACHTINGER, LLP, and addressed as shown on the attached service list, for deposit in the United States Postal Service. I am readily familiar with the firm's practice for collection and processing correspondence for mailing with the United States Postal Service, and said envelope(s) will be deposited with the United States Postal Service on said date in the ordinary course of business.
 - (BY OVERNIGHT DELIVERY).** On July 22, 2013 I caused said document(s) to be placed in a Norco Overnite envelope and taken to the Norco Overnite Drop Box located at 1900 Avenue of the Stars, Los Angeles, California 90067 for delivery to the parties listed on the attached service list:

VIA NORCO OVERNITE

Honorable Gary A. Feess
United States District Court
255 East Temple Street, Courtroom 740
Los Angeles, California 90012

- (BY ELECTRONIC SERVICE)** by causing the foregoing document(s) to be electronically filed using the Court's Electronic Filing System which constitutes service of the filed document(s) on the individual(s) listed on the attached mailing list.

Alan J Kornfeld: akornfeld@psvji.com

Elissa Wagner: ewagner@pszyj.com

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(Federal) I declare that I am employed in the office of a member of the bar of this court at whose direction the service was made. I declare under penalty of perjury that the above is true and correct.

Executed on July 22, 2013 at Los Angeles, California.

JAN REINGLASS

/s/ Jan Reinglass

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